

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:
W.R. GRACE & CO., *et al.*,
Debtors.

Chapter 11
Case No. 01-01139 (JKF)
Jointly Administered
Related Docket Nos. 19581, 19620

ARROWOOD'S FINAL WITNESS LIST FOR PHASE II CONFIRMATION HEARING

In accordance with the Third Amended Case Management Order Related to the First Amended Joint Plan of Reorganization, Arrowood¹, by and through its undersigned counsel, hereby submits the following list of witnesses that it may call to testify at the Phase II hearing to consider confirmation of the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co. et. al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders.

Reservation of Rights Regarding Arrowood's Phase II Witness List

Arrowood reserves the right to call: (1) any individual designated as a witness or identified by any Plan Proponent, Plan Objector, BNSF, the Libby Claimants, or any other party in interest, regardless of whether such witness is called by that party to testify; (2) any other witnesses who are not listed herein in order to authenticate documents related to objections asserted to the Plan or for the purpose of laying a foundation for the admission of documents and evidence, to the extent necessary; (3) all persons who have been deposed as part of confirmation discovery; (4) the individuals referred to by name in the Objection to the Disclosure Statement filed by Arrowood and in the exhibits supporting Arrowood's Objection to the Disclosure

¹ "Arrowood" refers to Arrowood Indemnity Company f/k/a Royal Indemnity Company.

Statement; (5) any individual to provide rebuttal testimony; (6) any individual for the purpose of impeachment; (7) the individual Libby Claimants that have purported to propound discovery on Arrowood and other insurers and such other Libby Claimants who may assert objections directed at the rights and interests of Arrowood; (8) any witness from Arrowood's preliminary witness list to the extent that issues are raised regarding the BNSF contractual indemnity agreement or Arrowood's settlement agreements with Grace, or in response to any other objections.

Arrowood further reserves the right to enter deposition testimony into the record in lieu of live testimony to the extent permitted by Rule 32 of the Federal Rules of Civil Procedure. Arrowood also reserves the right to withdraw any designated witness.

Arrowood's Phase II Witness List

- a) Kemp Hooper.
- b) Hudson La Force.
- c) Jay Hughes.
- d) Jeffery M. Posner
- e) Paul R. Hoferer.
- f) Jon Heberling.
- g) Perry Weitz.
- h) Joseph Rice.
- i) J.L. Toot.
- j) Richard V. Wicka.
- k) Steve Baron.
- l) John Cooney.
- m) Sean T. Mathis.
- n) George L. Priest.
- o) James B. Shein.

- p) Tom Lewis.
- q) Bernd Heinz.
- r) Persons associated with BNSF that are most knowledge about BNSF's claims.
- s) Any party or individual deposed in connection with Plan confirmation proceedings.
- t) Any witness necessary to establish the authenticity and/or admissibility of exhibits, and any witnesses necessary for impeachment or rebuttal.
- u) Any witnesses designated by any other party.

June 15, 2009
Wilmington, Delaware

/s/ Garvan F. McDaniel
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